

BILL NO. R-95-12-04

RESOLUTION NO. R-82-95

A RESOLUTION APPROVING THE AMENDMENT OF AN EXISTING TRUST INDENTURE AND LOAN AGREEMENT RELATING TO THE VARIABLE RATE DEMAND ECONOMIC DEVELOPMENT REVENUE REFUNDING BONDS, SERIES 1987 (GEORGETOWNE PLACE VENTURE PROJECT) OF THE CITY OF FORT WAYNE, INDIANA, AND AUTHORIZING OTHER ACTIONS IN RESPECT THERETO.

WHEREAS, the City of Fort Wayne, Indiana (the "Issuer") issued, on December 18, 1987, its Variable Rate Demand Economic Development Revenue Refunding Bonds, Series 1987 (Georgetowne Place Venture Project) in the original principal amount of \$5,980,000 (the "Series 1987 Bonds") pursuant to an Indenture of Trust dated as of December 1, 1987 between the Issuer and Lincoln National Bank and Trust Company of Fort Wayne (predecessor of, and now known as, Norwest Bank Indiana, N.A.), as Trustee (the "Trustee"), which Indenture of Trust, together with its six (6) subsequent supplemental indentures are hereinafter collectively referred to as the "Indenture"; and

WHEREAS, the proceeds of the Series 1987 Bonds were loaned to Georgetowne Place Venture, an Indiana limited partnership (the "Original Borrower") pursuant to a Loan Agreement dated as of December 1, 1987 between the Issuer and the Original Borrower for the purpose of refunding the Issuer's Economic Development Revenue Bonds, Series 1985 (Georgetowne Place Venture Project), which Loan Agreement, together with its two (2) subsequent amendments are hereinafter collectively referred to as the "Loan Agreement"); and

WHEREAS, the proceeds of the Series 1985 Bonds were loaned to the Original Borrower to finance the acquisition and construction of an economic development facility comprising a 150 unit multi-family housing project located at 6426 Georgetown Lane, in Fort Wayne, Indiana (the "Project"); and

WHEREAS, payment of the principal of, and interest on the Series 1987 Bonds is secured by an Irrevocable Letter of Credit (the "Original Letter of Credit") issued by Norwest Bank Indiana, N.A. for the account of the Original Borrower; and

WHEREAS, the Original Borrower has entered into an agreement with Aspen Georgetowne, LLC, a Colorado limited liability company (the "Substitute Borrower") to sell the Project to the Substitute Borrower, and in connection with such sale, the Substitute Borrower desires to replace the Original Letter of Credit with a substitute letter of credit (the "Substitute Letter of Credit") to be issued by Bank One, Colorado, N.A.; and

WHEREAS, in connection with the sale of the Project to the Substitute Borrower and the issuance of the Substitute Letter of Credit, certain amendments to the Indenture and the Loan Agreement have been requested by the Substitute Borrower and Bank One, Colorado, N.A., as the issuer of the Substitute Letter of Credit; and

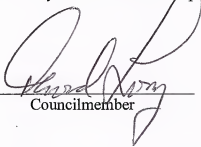
WHEREAS, forms of a Seventh Supplemental Indenture of Trust and Third Amendment to Loan Agreement have been forwarded to this Common Council for review and consideration.

NOW, THEREFORE, BE IT RESOLVED BY THE COMMON
COUNCIL OF THE CITY OF FORT WAYNE, INDIANA:

SECTION 1. The Common Council finds, determines, ratifies and confirms that the changes to the Indenture and the Loan Agreement requested by the Substitute Borrower are permitted under the terms of the Indenture and the Loan Agreement, respectively.

SECTION 2. The Mayor and the City Clerk are hereby authorized and directed to execute and deliver, in the name of and on behalf of the City, the Seventh Supplemental Indenture of Trust and the Third Amendment to Loan Agreement in substantially the form submitted to this Common Council, which is hereby approved in all respects.

SECTION 3. The Mayor and the City Clerk are, and each of them is, hereby authorized and directed, in the name and on behalf of the City, to execute any and all agreements, documents and instruments, perform any and all acts, approve any and all matters, and do any and all things deemed by them, or either of them, to be necessary or desirable in order to carry out and comply with the intent, conditions and purposes of the Seventh Supplemental Indenture of Trust and the Third Amendment to Loan Agreement. Forms of the Seventh Supplemental Indenture of Trust and the Third Amendment to Loan Agreement are before this meeting and are by this reference incorporated in this Resolution


Councilmember

APPROVED AS TO FORM
AND LEGALITY


J. Timothy McCaulay, City Attorney

Read the first time in full and on motion by Long,
seconded by Long, and duly adopted, read the second time by
title and referred to the Committee on Finance (and the
City Plan Commission for recommendation) and Public Hearing to be held after
due legal notice, at the Common Council Conference Room 128, City-County
Building, Fort Wayne, Indiana, on _____, the _____ day
of _____, 19____, at _____ o'clock _____ M., E.S.T.

DATED: 12-5-95

Sandra E. Kennedy
SANDRA E. KENNEDY, CITY CLERK

Read the third time in full and on motion by Long,
seconded by Long, and duly adopted, placed on its passage.
PASSED LOST by the following vote:

	AYES	NAYS	ABSTAINED	ABSENT
TOTAL VOTES	<u>8</u>			<u>1</u>
BRADBURY	<u>✓</u>			
EDMONDS	<u>✓</u>			
GIAQUINTA	<u>✓</u>			<u>✓</u>
HENRY				<u>✓</u>
LONG	<u>✓</u>			
LUNSEY	<u>✓</u>			
RAVINE	<u>✓</u>			
SCHMIDT	<u>✓</u>			
TALARICO	<u>✓</u>			

DATED: 12-19-95

Sandra E. Kennedy
SANDRA E. KENNEDY, CITY CLERK

Passed and adopted by the Common Council of the City of Fort Wayne,
Indiana, as (ANNEXATION) (APPROPRIATION) (GENERAL)

(SPECIAL) (ZONING). ORDINANCE RESOLUTION NO. 82-95

on the 20th day of December, 1995

ATTEST:

(SEAL)

Sandra E. Kennedy
SANDRA E. KENNEDY, CITY CLERK

Don J. Schmitter
PRESIDING OFFICER

Presented by me to the Mayor of the City of Fort Wayne, Indiana, on
the 20th day of December, 1995,
at the hour of 3:00 o'clock P, M., E.S.T.

Sandra E. Kennedy
SANDRA E. KENNEDY, CITY CLERK

Approved and signed by me this 20th day of December,
1995, at the hour of 3:30 o'clock P, M., E.S.T.

Paul Helmke
PAUL HELMKE, MAYOR

BILL NO. R-95-12-04

REPORT OF THE COMMITTEE ON
FINANCE
THOMAS C. HENRY - CHAIR
MARK E. GiaQUINTA - VICE CHAIR
ALL COUNCIL MEMBERS

WE, YOUR COMMITTEE ON FINANCE TO WHOM WAS

REFERRED AN (~~ORDINANCE~~) (RESOLUTION) APPROVING THE AMENDMENT OF
AN EXISTING TRUST INDENTURE AND LOAN AGREEMENT RELATING TO THE VARIABLE RATE
DEMAND ECONOMIC DEVELOPMENT REVENUE REFUNDING BONDS, SERIES 1987 (GEORGETOWNE
PLACE VENTURE PROJECT) OF THE CTY OF FORT WAYNE, INDIANA, AND AUTHORIZING
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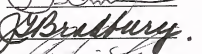
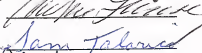
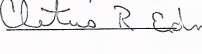
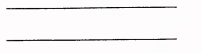
HAVE HAD SAID (~~ORDINANCE~~) (RESOLUTION) UNDER CONSIDERATION
AND BEG LEAVE TO REPORT BACK TO THE COMMON COUNCIL THAT SAID
(~~ORDINANCE~~) (RESOLUTION)

DO PASS

DO NOT PASS

ABSTAIN

NO REC

DATED: 12-14-92

Sandra E. Kennedy
City Clerk

MEMORANDUM

TO: Members of the Fort Wayne Common Council

FROM: Barrett & McNagny, Bond Counsel

RE: City of Fort Wayne Variable Rate Demand Economic Development
Revenue Refunding Bonds, Series 1987 (Georgetowne Place Venture
Project)

DATE: December 2, 1995

Q-95-12-04

Ladies and Gentlemen:

In December of 1987, the City of Fort Wayne issued \$5,980,000 in principal amount of its Variable Rate Demand Economic Development Revenue Refunding Bonds (the "Series 1987 Bonds") to refinance a 150 unit multi-family housing project (the "Project") which was originally financed and constructed in 1985. This Project was originally owned by Georgetowne Place Venture, an Indiana limited partnership (the "Partnership").

The Series 1987 Bonds were secured by a letter of credit issued by Lincoln National Bank and Trust Company of Fort Wayne (now Norwest Bank Indiana, N.A.).

In May of this year, the Partnership entered into an agreement to sell the Project to Aspen Georgetowne, LLC, a Colorado limited liability company. Under the purchase agreement, the Series 1987 Bonds would stay in place. In connection with this proposed sale, the Colorado-based buyer would like to replace Norwest Bank as the letter of credit issuer with Bank One, Colorado, N.A. In connection with its issuance of a substitute letter of credit, Bank One has requested that certain changes be made to the Trust Indenture and the Loan Agreement originally signed by the City in connection with the issuance of the Series 1987 Bonds.

Specifically, Bank One has requested that the provisions governing a default by the Project owner be amended to give the Bank the option of purchasing the Series 1987 Bonds itself in the event of a default rather than accelerating the payment on the Series 1987 Bonds and cancelling them. The Bank believes that if it holds the Bonds during a period of default and foreclosure, then a subsequent purchaser of the Project in a foreclosure sale could have the benefit of the bond financing, thus making the Project more saleable.

The attached Resolution would approve changes to the Trust Indenture and Loan Agreement so as to enable Bank One, Colorado, as a substitute letter of credit issuer, to have this option of purchasing the Bonds from the bondholders in the event of a default rather than simply accelerating payment on the Bonds.

DIGEST SHEET

TITLE OF ORDINANCE RESOLUTION

DEPARTMENT REQUESTING ORDINANCE ECONOMIC DEVELOPMENT

SYNOPSIS OF ORDINANCE APPROVES THE AMENDMENT OF AN EXISTING TRUST
INDENTURE AND LOAN AGREEMENT RELATING TO THE VARIABLE RATE DEMAND.

EFFECT OF PASSAGE APPROVES CHANGES TO THE TRUST INDENTURE AND LOAN
AGREEMENT.

EFFECT OF NON-PASSAGE AMENDED TRUST INDENTURE AND LOAN AGREEMENT
IS NOT APPROVED.

MONEY INVOLVED (DIRECT COSTS, EXPENDITURES, SAVINGS) _____

ASSIGNED TO COMMITTEE (PRESIDENT) _____